

BEST AVAILABLE COPY

Merriam 2

ASSIGNMENT AND AGREEMENT

For value received, I, John Stevens Merriam, Jr., of Boxford, in the County of Essex and State of Massachusetts, hereby sell, assign and transfer to Lucent Technologies Inc., a corporation of the State of Delaware, having an office at 600 Mountain Avenue, Murray Hill, New Jersey 07974-0636, U.S.A., and its successors, assigns and legal representatives, the entire right, title and interest, for the United States of America, in and to certain inventions related to **APPARATUS AND METHOD FOR MULTI-CHANNEL RECEIVER** described in an application for Letters Patent of the United States, executed by me of even date herewith, and all the rights and privileges in said application and under any and all Letters Patent that may be granted in the United States for said inventions; and I also concurrently hereby sell, assign and transfer to Lucent Technologies Inc. the entire right, title and interest in and to said inventions for all countries foreign to the United States, including all rights of priority arising from the application aforesaid, and all the rights and privileges under any and all forms of protection, including Letters Patent, that may be granted in said countries foreign to the United States for said inventions.

I authorize Lucent Technologies Inc. to make application for such protection in its own name and maintain such protection in any and all countries foreign to the United States, and to invoke and claim for any application for patent or other form of protection for said inventions, without further authorization from me, any and all benefits, including the right of priority provided by any and all treaties, conventions, or agreements.

I hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any document which may be required in any country in proof of the right of Lucent Technologies Inc. to apply for patent or other form of protection for said inventions and to claim the aforesaid benefit of the right of priority.

I request that any and all patents for said inventions be issued to Lucent Technologies Inc. in the United States and in all countries foreign to the United States, or to such nominees as Lucent Technologies Inc. they may designate.

Merriam 2

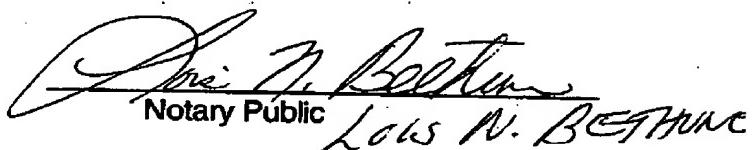
I agree that, when requested, I shall, without charge to Lucent Technologies Inc. but at its expense, sign all papers, and do all acts which may be necessary, desirable or convenient in connection with said applications, patents, or other forms of protection.


John Stevens Merriam, Jr.Date: 10/6/2000

United States of America)

State of MASSACHUSETTS) ss.:
City of BEVERLY)

On this 16th day
of OCTOBER, 2000, before me personally came John Stevens
Merriam, Jr., to me known to be the individual described in and who executed the
foregoing instrument, and acknowledged execution of the same.


Notary Public
Louis N. Beckman

MY COMMISSION EXPIRES OCT. 11, 2002

I agree that, when requested, I shall, without charge to Lucent Technologies Inc. but at its expense, sign all papers, and do all acts which may be necessary, desirable or convenient in connection with said applications, patents, or other forms of protection.

Lucent Technologies Inc.
600 Mountain Avenue (Room 3C-512)
P. O. Box 636
Murray Hill, New Jersey 07974-0636

Jan-11-2005 03:22pm From-AGERE SYSTEMS INC.

6107128544

T-210 P.001 F-545

~~EXHIBIT COPY~~

PATENT ASSIGNMENT

by and between

LUCENT TECHNOLOGIES INC.

and

AGERE SYSTEMS GUARDIAN CORP.

Dated as of January 30, 2001

Jan-11-2005 03:22pm From-AGERE SYSTEMS INC.

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T-210 P.002 F-645

PATENT ASSIGNMENT

THIS PATENT ASSIGNMENT (this "Assignment"), effective as of January 30, 2001 (the "Effective Date"), is by and between Lucent Technologies Inc., a Delaware corporation, with offices at 600 Mountain Avenue, Murray Hill, New Jersey 07914, United States of America, ("ASSIGNOR") and Agere Systems Guardian Corp., a Delaware corporation, with offices at 555 Union Boulevard, Allentown, PA 18109, United States of America ("Agere Systems Guardian").

RECITALS

A. WHEREAS, the Board of Directors of ASSIGNOR has determined that it is in the best interests of ASSIGNOR and its stockholders to separate ASSIGNOR's existing businesses into two independent businesses;

B. WHEREAS, ASSIGNOR presently owns or controls certain patents, patent applications, and invention submissions listed in the attached Appendices A and B (hereinafter "TRANSFERRED PATENTS") and;

C. WHEREAS, in furtherance of the foregoing separation, ASSIGNOR desires to transfer, assign, convey, deliver and vest all of its interests and rights in TRANSFERRED PATENTS for all countries, jurisdictions and political entities of the world, to and in Agere Systems Guardian;

NOW, THEREFORE, in consideration of the premises and for other good and valid consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

ASSIGNOR, subject to existing rights and licenses of third parties, does hereby assign, convey, transfer and deliver, and agrees to assign, convey, transfer and deliver to Agere Systems Guardian, its successors, assigns and legal representatives or nominees, ASSIGNOR's entire right, title and interest, for all countries, jurisdictions and political entities of the world, along with the right to sue for past infringement, to all TRANSFERRED PATENTS listed on Appendices A and B, and corresponding counterpart foreign patents and patent applications, with respect to which, and to the extent to which, ASSIGNOR now has or hereafter acquires the right to so assign, convey, transfer and deliver. Agere Systems Guardian recognizes that ASSIGNOR holds only bare legal title to the TRANSFERRED PATENTS listed in Appendix A (which lists the United States Patents and patent applications previously exclusively licensed to Lucent Technologies Microelectronics Guardian Corp.).

ASSIGNOR and ASSIGNEE recognize that the patents listed in Appendices A and B may inadvertently include patents that are owned by various subsidiaries of ASSIGNOR, including Agere, Inc., Ortel Corporation, Optimay Corporation, Herrmann Technology, Inc., and Enable Semiconductor, Inc. Ownership of such patents shall not be affected by this Patent

Jan-11-2005 03:23pm From-AGERE SYSTEMS INC.

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Assignor, and ASSIGNEE agrees that any such patents shall be deemed deleted from Appendices A and B.

ASSIGNOR agrees that, upon request it will, at any time without charge to Agere Systems Guardian, but at Agere Systems Guardian's expense, furnish all necessary documentation relating to or supporting chain of title, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for vesting title to TRANSFERRED PATENTS in Agere Systems Guardian, its successors, assigns and legal representatives or nominees; including but not limited to any acts which may be necessary, desirable or convenient for claiming said rights and for securing and maintaining patents for said inventions in any and all countries and for vesting title thereto in Agere Systems Guardian and its respective successors, assigns and legal representatives or nominees.

Jan-11-2005 03:24pm From-AGERE SYSTEMS INC.

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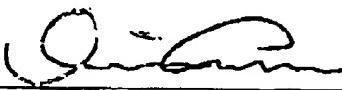
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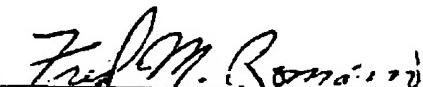
Execution Copy

IN WITNESS WHEREOF, the parties have caused this PATENT ASSIGNMENT to be executed by their duly authorized representatives as of the Effective Date.

LUCENT TECHNOLOGIES INC.

By: 
Daniel P. McCurdy
President, Intellectual Property Business

AGERE SYSTEMS GUARDIAN CORP.

By: 
Fred M. Romano
President

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Jan-11-2005 03:24pm From-AGERE SYSTEMS INC.

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Execution Copy

STATE OF NEW JERSEY)
COUNTY OF SOMERSET)

I CERTIFY that on January 30, 2001, Daniel P. McCurdy personally came before me and this person acknowledged under oath, to my satisfaction that:

2.) this person signed, sealed and delivered the attached Patent Assignment as President - Intellectual Property Business of Lucent Technologies Inc.; and

b.) this Patent Assignment was signed and made by Lucent Technologies Inc. as its voluntary act and deed by virtue of authority from its Board of Directors.

Thomas O'Brien

Name **TAMORA ANNE HANNA**
Notary Public Notary Public of New Jersey
My Commission Expires registered in Hunterdon County
[Notarial Seal] My Commission Expires March 25, 2002

STATE OF FLORIDA)
COUNTY OF ORANGE) : SS:

I CERTIFY that on January 31, 2001, Fred M. Romano personally came before me and this person acknowledged under oath, to my satisfaction that:

a.) this person signed, sealed and delivered the attached Patent Assignment as Vice President of Agere Systems Guardian Corp.; and

b.) this Patent Assignment was signed and made by Agere Systems Guardian Corp. as its voluntary act and deed by virtue of authority from its Board of Directors.

Spencer Carter
Name
Notary Public
My Commission Expires:
[Notarial Seal]



Jan-11-2005 03:25pm From:ACERE SYSTEMS INC.

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APPENDIX B (continued)
Transferred Patents (patent disclosures)

IDS No.	Inventors	Subject Matter
Johanson 106-60	Johanson, James A., 538870000; Mooney, Philip D., 538870000.	Answering Machine Extension
Jones 1-8-15-1	Jones, Robert Francis, 55K12K000; Lobbins, Jonathon Marlon, 55K12K000; Olmer, Leonard Jay, 55K12K000; Ross, Bennett J., 55K12M000,	New System To Detect Unwanted Pressure Variations Leading To Doped Oxide Related Product Scrap
Ju 3	Peilcheng Ju, 538531000	A Bandgap Reference Circuit For VDD=0.75V in 0.18um Digital CMOS
Kataria 4	Kataria, Deepak, 50N310000,	Novel Credit Based Buffer Management When Using VC-Merge
Katsap 9-2-2-14	Victor Katsap, BL0111220; Pieter Kruit, OUTSIDE; Daniel Moonen, OUTSIDE; Warren K Waskiewicz, BL0111220	Projection Electron Beam Lithography Apparatus
Kavipurapu 1	Kavipurapu, Anil, 538440000,	
Kopmeiners 4-16	Kopmeiners, Robert John, NSI07550; van Nee, D. J., NSI07518,	Simplified DDFSE Receiver For Code Transmission Systems
Lakshmikumar ar 21	Lakshmikumar, Kadaba R, 538531000,	Bandwidth Enhancement Of Source/Drain Resistors
Layadi 26-131-21	Layadi, Nace, 538112000; Merchant, Sailesh Mansinh, 538114000; Molloy, Simon John, 538112000,	Method For Cleaning Tungsten From Deposition Chamber Walls
Layadi 28-36	Layadi, Nace, 538112000; Maury, Alvaro, 538115000,	Method For Reducing Tungsten Seam In Via Plug
Lin 3	Jingdong Lin, 50M32MD10	An Optimal Method For Sharing Data Channel With Voice Signals
Liu 2	Liu, Peter T, 538842000,	Mixed-mode Approach to Regulating Energy Consumption in Reading Buried Metal Fuses
Lobbins 8-4-1-1	Jonathon M Lobbins, 55K12K000; Lauri M Nelson, 55K12C000; Danica D Smith, 55K11G000; Dominique A Wesby, 55K12L000	Improved BPSG Planarity To Reduce CMP Time And Rework Method To Remove Surface Crystal Defects Using Modified Plasma Etch
Logan 8	Shawn M Logan, 538456000	#REF!
Ma 60-1	Yi Ma, 538113000; Edith Yang, 538113000	A Method Of Forming A High Quality Gate Oxide Layer Having A Uniform Thickness
Ma 61	Yi Ma, 538113000	Gate Dielectric And Silicon Interface Formation For High-K Materials
Merchant 88-7-105	Merchant, Sailesh Mansinh, 538114000; Misra, Sudhanush, 538114000; Roy, Pradip Kumar, 538113000,	CMP Optical End Point Detection Method Using Dummy Features In Wafer
Merriam 1	John Merriam, BL0314900	Multi-Channel Processing of DOCSIS Upstream Signals
Merriam 2	John Merriam, BL0314900	The Multi-Channel Baseband Receiver (MBR)
Merriam 3	John Merriam, BL0314900	Multi-Channel Processing of DOCSIS Upstream Signals
Misra 39-170	Misra, Sudhanush, 538115000; Roy, Pradip Kumar, 538113000,	Uniquely Designed Composite Pads For CMP Applications
Mobin 40-6-13	Mobin, Mohammad Shafiq, 538491000; Thaker, Himanshu Mahendra, 538490000; Wu, Lesley Jen-Yuan, BL0314300,	PNG For DWDM
Mooney 53-17	Philip D Mooney, 538870000; John P Veschi, P33A40000	Call Waiting Caller Identifier

08/14/03 08:30
ON OF CORPORATIONS
09:00 AM 08/29/2002
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AGERE SYSTEMS → 919 806 1690

NO. 582 P005/011

CERTIFICATE OF OWNERSHIP AND MERGER**OF****Agere Systems Guardian Corp.
(a Delaware corporation)****INTO****Agere Systems Inc.
(a Delaware corporation)****UNDER SECTION 253 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

**Agere Systems Inc., a corporation organized and existing under the laws of
Delaware ("Corporation"), DOES HEREBY CERTIFY:**

FIRST: The Corporation is the owner of all of the outstanding shares of common
stock of Agere Systems Guardian Corp., which is also a business corporation of the State of
Delaware.

SECOND: On August 22, 2002 the Subsidiary Governance Committee of the
Board of Directors of the Corporation adopted the following resolution to merge Agere Systems
Guardian Corp. into the Corporation:

RESOLVED that Agere Systems Guardian Corp., a Delaware
corporation, shall be merged with and into Agere Systems
Inc., a Delaware corporation, with Agere Systems Inc. being
the surviving corporation, and Agere Systems Inc. shall
thereupon assume all of the obligations of Agere Systems
Guardian Corp."

THIRD: That the merger authorized hereby shall become effective
as of 9:00 a.m. Eastern Standard Time on August 31, 2002.

Executed on August 22, 2002

AGERE SYSTEMS INC.

By Paul Bento
Paul Bento, Vice President

08/14/03 08:30 AGERE SYSTEMS → 919 806 1690

NO. 582 P004/011

Delaware

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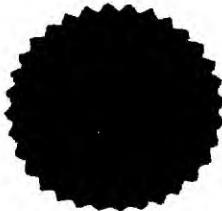
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AGERE SYSTEMS GUARDIAN CORP.", A DELAWARE CORPORATION, WITH AND INTO "AGERE SYSTEMS INC." UNDER THE NAME OF "AGERE SYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1959517

DATE: 08-29-02